

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE BEAR STEARNS COMPANIES, INC.
SECURITIES, DERIVATIVE AND EMPLOYEE
RETIREMENT INCOME SECURITY ACT
LITIGATION

This Document Relates To:

07-Civ-10453	08-Civ-3326
08-Civ-0855	08-Civ-3334
08-Civ-2793	08-Civ-3351
08-Civ-2804	08-Civ-3441
08-Civ-2866	08-Civ-3602
08-Civ-2870	08-Civ-4972
08-Civ-3006	08-Civ-5054
08-Civ-3013	08-Civ-5170
08-Civ-3035	08-Civ-5489
08-Civ-3089	08-Civ-6995
08-Civ-8194	08-Civ-7335

Civil Action No: 1:08-md-01963-
RWS

ELECTRONICALLY FILED

**DECLARATION OF LESTER L. LEVY IN SUPPORT OF
WEBER PLAINTIFFS' MEMORANDUM OF LAW
IN RESPONSE TO ORDER TO SHOW CAUSE**

I, LESTER L. LEVY, declare the following under penalty of perjury of the laws of the State of New York:

1. I am the Chairman of the Executive Committee and managing partner at the law firm of Wolf Popper LLP (“Wolf Popper”), attorneys for Plaintiff Estelle Weber and the putative class members in the Bear Stearns ERISA Litigation. I make this declaration in support of *Weber* Plaintiffs’ Memorandum Of Law In Response To Order To Show Cause.

2. Attached hereto as **Exhibit A** is a [Proposed] Pretrial Order Consolidating ERISA Actions, Appointing Interim Lead Plaintiffs, And Establishing Interim Leadership Structure.

3. Attached hereto as **Exhibit B** is a true and correct copy of the order allowing discovery to commence in consolidated ERISA actions in *In re Washington Mutual, Inc. Sec., Deriv. & ERISA Litig.*, No.2:08-md-1919 MJP (W.D. Wash. June 10, 2008).

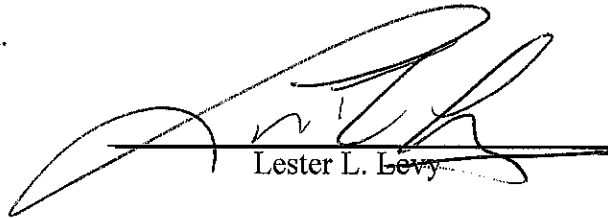
4. Attached hereto as **Exhibit C** is a true and correct copy of the order declining to stay discovery in the consolidated ERISA actions in *In re Dell Inc. Sec., Deriv. & ERISA Litig.*, Nos. 06-CA-726, 839 & 758 SS, slip op.at 6 (W.D. Tex. Feb. 28, 2007).

5. Attached hereto as **Exhibit D** is a true and correct copy of the order denying motion to stay ERISA cases pending outcome of securities cases in *In re Lucent Tech. ERISA Litig.*, No. 01-CV-3491 (D.N.J. Feb. 11, 2002).

6. Attached hereto as **Exhibit E** is a true and correct copy of the order denying motion to stay ERISA discovery in *In re Global Crossing, Ltd. Sec. & ERISA Litig.*, No. 02-MD-1472, slip op. at 3, 6 (S.D.N.Y. Dec. 13, 2002).

7. Attached hereto as **Exhibit F** is a true and correct copy of the order declining to impose on the ERISA cases the delayed schedule or procedural hoops required for the securities fraud case in *Tittle v. Enron Corp.*, N. H-01-4236 (S.D. Tex. Jan. 18, 2002).

Dated: November 14, 2008
New York New York.



Lester L. Levy